

**Delaware Health Information Network  
Executive Committee Meeting  
Wednesday, October 24th  
1:30 p.m. – 2:00 p.m.**

**\*In-Person\***

**DHIN  
107 Wolf Creek Blvd.  
Dover, DE**

**Meeting Minutes**

**I. CALL TO ORDER**

Dr. Stephen Lawless called the meeting to order at 1:43 p.m.

**II. APPROVAL of June 22, 2018 MINUTES**

Bill Kirk motioned for the minutes to be accepted as presented. Donna Goodman seconded the motion. Minutes were approved unanimously.

**III. Management Reports**

**PROPOSED AMENDMENT TO DHIN BYLAWS**

Article VII, Section 1 - Election of Board Officers

**Summary:** DHIN's bylaws currently provide that officers of the DHIN Board (the Chair, Vice Chair, Secretary, and Treasurer) are recommended by the Board Development Committee 30 days prior to the annual meeting. A list of nominees is provided to all members of the Board at least 7 days prior to the annual meeting, and elections are held at that annual meeting. This timing has caused problems in the past and is not always consistent with the Board's regular practice. The timing can be problematic in that the annual meeting is often held in July, shortly after the close of DHIN's (and the State's) fiscal year. That is the time frame in which most of our Board memberships expire, and there is sometimes an open question as to whether an individual member with an expiring term is going to agree to stay on the Board or is going to be replaced by someone else that the Governor nominates. That complicates the process for nomination and election of Board Officers. The proposed revisions to the bylaws effectively give the Board Chair and the Board Development Committee the flexibility to push back by one meeting the process for nomination and election of Board Officers, with the hopes that the additional time will give the Board Development Committee more clarity regarding the membership of the Board from which they will select their recommendations for Board Officer positions.

**Text of Proposed Amendment ARTICLE VII - OFFICERS**

I. Election - Title - Term. The officers of the DHIN shall be a Chair, Vice Chair, Secretary and a Treasurer, and such other officers and assistant officers as may be appointed pursuant to these by-laws. Each officer shall be elected annually by and from the Board of Directors or before the second regular meeting (which term is to include the annual meeting) following

the close of the fiscal year. Such duly elected officers shall serve until the second regular meeting following the close of the fiscal year in which they were appointed or until a successor shall have been duly elected and shall have qualified. At least thirty (30) days before the meeting at which such officer nominations are to be considered, the Board Development Committee shall submit to the Board Chair proposed nominations for individuals to serve as officers. Each Director shall be given a list of the nominees at least seven (7) days prior to the meeting. Each Director shall be entitled to one (1) vote for each officer position to be filled and the result will be determined by a vote equaling the number of the majority of the Directors present.

Meredith Stewart-Tweedie motioned for the approval of the proposed amendment to the DHIN By-Laws. Bill Kirk seconded the motion. Amendment to DHIN By-Laws were unanimously approved.  
Christiana Data Center.

**IV. NEXT EXECUTIVE COMMITTEE MEETING**

The next Executive Committee Meeting will be held on December 6, 2018 at Christiana Data Center.

**V. Adjourn**

The meeting adjourned at 1:56 p.m.

**Attendance:**

**Executive Committee Members Present:**

Rich Heffron  
Bill Kirk  
Dr. Stephen Lawless  
Meredith Stewart-Tweedie

**Phone:**

Donna Goodman

**Absent:**

James Collins  
Randy Gaboriault

**DHIN**

Jan Lee  
Ali Charowsky